

THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <i>et al.</i> ,)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	
		Re: Docket No. 19378, 19461
		2/16/10 Agenda Item No. 1

**CERTIFICATE OF COUNSEL REGARDING AGREED ORDER WITHDRAWING
OBJECTION TO SEATON INSURANCE COMPANY CLAIM WITHOUT PREJUDICE**

1. On August 26, 2008, the Debtors' filed their Amended Twenty-Fifth Omnibus Objections to Claims (Docket No. 19378), wherein the Debtors objected to, among others, the claim of Seaton Insurance Company, identified as Claim No. 15531 (the "Seaton Claim") and sought to have the Seaton Claim reclassified from a secured claim to an unsecured claim.

2. On September 4, 2008, Seaton filed a response to the objection to the Seaton Claim (Docket No. 19461).

3. The parties thereafter entered into that certain Stipulation Among the Plan Proponents, OneBeacon America Insurance Company and Seaton Insurance Company (the "Stipulation") (Docket No. 24294) which relates to, among other things, the Seaton Claim.

4. As a result, the parties have agreed to the provisions of the attached Agreed Order, whereby the Debtors' objection with respect to the Seaton Claim is being withdrawn, without prejudice, and, except as otherwise expressly provided in the Stipulation, all parties and the Asbestos PI Trust shall preserve all rights and defenses to the Seaton Claim, including but not limited to the right to object to the Seaton Claim at any time in the future on any basis and Seaton preserves any and all of its rights and defenses with respect to the Seaton Claim and any objections thereto.

5. As a result, the Debtors respectfully request entry of the attached Agreed Order withdrawing its objection to the Seaton Claim without prejudice.

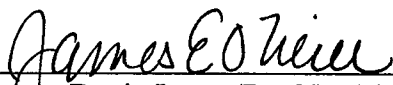
Dated: February 23, 2010

KIRKLAND & ELLIS LLP
Theodore L. Freedman
Deanna D. Boll
Citigroup Center
601 Lexington Ave.
New York, NY 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

THE LAW OFFICES OF JANET S. BAER, P.C.
Janet S. Baer, P.C.
70 W. Madison Street
Suite 2100
Chicago, IL 60602
Telephone: (312) 641-2162

and

PACHULSKI STANG ZIEHL & JONES LLP



Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Timothy Cairns (Bar No. 4228)
Kathleen P. Makowski (Bar No. 3648)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705
(Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Counsel for the Debtors and Debtors in Possession